NOTICE

NOTICE is hereby given that the 1st Extra Ordinary General Meeting (**"1st EGM"**) of the members of Ess Kay Fincorp Limited (Erstwhile Ess Kay Auto Finance Private Limited) will be held on Tuesday 05th December, 2017 at 10:30 A.M. at 202 (Conference Hall) Second Floor, Adarsh Plaza, Khasa Kothi Circle, Jaipur-302001 (Rajasthan) to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 01:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 13, 14, 61 & 64 and other applicable provisions, if any, of the Companies Act, 2013 (the **'Act'**) read with the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Article No. 8 of the Articles of Association of the Company, and applicable regulations and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and medication(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the existing Authorized Share Capital of the Company of Rs.5,75,00,000/- (Rupees Five Crore Seventy Five Lakhs) divided into 4,50,000 (Four Lakhs Fifty Thousand) equity shares of Rs 100/- each and 1,25,000 (One Lakh Twenty Five Thousand) compulsorily convertible preference shares of Rs 100/- each be and is hereby reclassified into Rs.5,75,00,000/- (Rupees Five Crore Seventy Five Lakhs) divided into 5,75,000 (Five Lakhs Seventy Five Thousand) equity shares of Rs 100/- each.

"RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act, read with the Companies (Incorporation) Rules, 2014 or any statutory modification(s) thereof, the existing Clause V of the Memorandum of Association of the Company be replaced with the following new **Clause V:**

"The authorized share capital of the company is Rs.5,75,00,000/- (Rupees Five Crore Seventy Five Lakhs) divided into 5,75,000 (Five Lakhs Seventy Five Thousand) equity shares of Rs 100/- each."

For ESS KAY FINCORP LIMITED

Company Secretary

ESS KAY FINCORP LIMITED
(Formerly Known as ESS KAY AUTO FINANCE PVT. LTD.)
Regd. Office : G 1-2, New Market, Khasa Kothi, Jaipur-302001
Ph.: +91-141-4161300-500 | Toll Free Number: 1800 1039 039
E-mail : info@skfin.in | Website : www.skfin.in
CIN : U65923RJ1994PLC009051 | GSTIN : 08AAACE5115F1Z2

"**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as the 'Board', which term shall include any Committee constituted by the Board for this purpose or any person(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), be and are hereby authorized to do all such acts, deeds and things and execute all such documents and writings, as it may in its absolute discretion deem necessary or incidental thereto including paying such fees and incurring such expenses in relation thereto as it may deem appropriate and to file such documents, forms, etc., as required with the regulatory/statutory authorities and authorise the officials of the Company for the aforesaid purpose, as may be deemed fit to give effect to this Resolution."

ITEM NO. 02:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42 and 62(1)(c), of the Companies Act, 2013, (the "**Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, and other applicable provisions, if any, of the Act and other relevant rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable regulations of the Foreign exchange Management Act ("**FEMA**"), as amended from time to time, and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to receipt of consideration from: (1) Norwest Venture Partners X – Mauritius; (2) Karma Holdings Mauritius Limited; (3) Baring Private Equity India AIF; and (4) Evolvence India Fund II LTD (cumulatively the "**Investors**" and individually an "**Investor**"), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to offer, issue, and allot to the Investors, 80,210 (Eighty Thousand Two Hundred and Ten) equity shares of face value of INR 100 each, at a price of 12,467.26 (Rupees Twelve Thousand Four Hundred and Sixty Seven and Twenty Six Paise) per equity share including premium of INR 12,367.26 (Rupees Twelve Thousand Three Hundred and Sixty Seven and Twenty Six Paise) ("**New Shares**") for an aggregate subscription price of approximately INR 999,998,924.60 (Rupees Nine Hundred and Ninety Nine Million Nine Hundred and Ninety Eight Thousand Nine Hundred and Twenty Four and Sixty Paise Only) ("**Subscription Amount**"), on private placement basis on such terms and conditions as mentioned in the explanatory statement hereto and in accordance with the table below:

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Company Secretary

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Name of proposed Shareholders	No. of equity shares offered to be allotted	Subscription Amounts
Norwest Venture Partners X – Mauritius	44,468	554,394,117.68
Karma Holdings Mauritius Limited	4,817	60,054,791.42
Baring Private Equity India AIF	15,963	199,014,871.38
Evolvence India Fund II LTD	14,962	186,535,144.12
Total Shares	80,210	99,99,98,924.60

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to approve and record the allotment of the New Shares in accordance with the table above."

"**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* with the existing equity shares of the Company in all respects."

"**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the draft private placement offer letter in Form PAS-4 along with application forms, pursuant to which the offer or invitation to subscribe to the New Shares of the Company will be made, copies of which are laid down before the meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved, and consent of the members is hereby accorded for the issuance of the same to the Purchaser and each of the Nominee Shareholders, inviting them to subscribe to the aforementioned New Shares in proportion to the table above."

"**RESOLVED FURTHER THAT** RBL Bank be and is hereby appointed as an Authorized Dealer for the purpose of this private placement through whom the Foreign Direct Investment ("**FDI**") be received by the Company as per the Foreign Exchange Management Act ("**FEMA**") and all the applicable rules/regulations of the Reserve Bank of India."

"**RESOLVED FURTHER THAT** the monies received by the Company from the Investors for subscription to the New Shares by the Investors in accordance with the table above pursuant to this private placement shall be kept by the Company in a separate bank account of the Company with RBL Bank and shall be utilized by the Company in accordance with Section 42 of the Act."

For ESS KAY FINCORP LIMITED

Company Secretary

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"**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and are hereby severally authorized to file all the relevant forms and ancillary documents in relation thereof with the relevant Registrar of Companies, the relevant authorized dealer bank and Reserve Bank of India (including but not limited to filing the Forms PAS-3, PAS-4, PAS-5 and the FC-GPR), and to take such steps and to do all such other acts, deeds, matters and things as it may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to offer, issue, allotment of the New Shares."

By Order of the Board of Directors
For Ess Kay Fincorp Limited
(Erstwhile Ess Kay Auto Finance Private Limited)
For ESS KAY FINCORP LIMITED

Company Secretary

Anagha Bangur
Company Secretary
Place: Jaipur
Date: 02nd December, 2017
Registered Office:
G 1-2, NEW MARKET
KHASA KOTHI, JAIPUR -302001
CIN: U65923RJ1994PTC009051

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NOTES:

1. A member, entitled to attend and vote at the Annual General Meeting ("**AGM/meeting**") is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the company. Proxy forms in order to be effective should be duly stamped, filled, signed and must be received at the registered office of the Company not less than 48 hours before commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights. A member holding more than 10% (Ten Percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Shareholder Queries:

   In case the shareholders' have any query relating to the Resolution or about the operations of the Company, you are requested to send the same to the Company Secretary at the Registered Office of the Company at least 7 (Seven) days before the date of Annual General Meeting so that the information can be made available at the meeting.

3. Members/proxies should bring the attendance slip duly filled in along with the copy of annual report for attending the EGM.

4. Members are requested to:

a) Notify the change in address if any, with Pin Code numbers immediately to the Company.

b) Quote their Regd. Folio Number/DP and Client ID Nos. in all their correspondence with the Company or its Registrar and Share Transfer Agent (RTA).

5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of

For ESS KAY FINCORP LIMITED

Anagha

Company Secretary

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the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the EGM.

7. The Register of Directors and key managerial personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and the register of Contracts/ Arrangements in which the Directors are interested, maintained under section 189 of Companies Act, 2013 will be available for inspection by the members at the EGM.

8. All the documents referred to in the Notice and explanatory statements are open for inspection at the Registered Office of the Company on all working days from 10 AM to 5 PM upto the date of EGM.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA.

10. Members who hold shares in physical form in multiple folios in identical names or joint accounts in the same order of names are requested to send the share certificates to the Company's Registrars and Share Transfer Agents, (RTA), for consolidation of such folios into a single folio.

11. The Members may contact their respective depository participants for making nominations as permitted under Section 72 of the Companies Act, 2013.

12. Members are requested to send their demat/remat applications, request for share transfers, intimation of change of address and other correspondence to the Company's RTA:-

Registrar & Securities Transfer Agent:

Bigshare Services Private Limited
E-2/3, Ansa Industrial Estate Saki Vihar Road
Saki Naka Andheri (East) Mumbai 400 072
Mail ID:- babu@bigshareonline.com
Contact: 022 4043 0289

For ESS KAY FINCORP LIMITED

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13. The Notice of 1st EGM will be displayed on the website of the Company at http://www.skfin.in/index.php and the other requirements as applicable will be duly complied with.

14. The Members who have not registered their email address so far, are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically. For any communication, the shareholders may also send requests to the Company Secretary at [anagha.bangur@skfin.in].

15. The route map showing the direction to reach the venue of AGM is attached at the end of the Report.

By Order of the Board of Directors
For Ess Kay Fincorp Limited
(Erstwhile Ess Kay Auto Finance Private Limited)

For ESS KAY FINCORP LIMITED

Anagha

Company Secretary

Anagha Bangur
Company Secretary
Place: Jaipur
Date: 02nd December, 2017
Registered Office:
G 1-2, NEW MARKET
KHASA KOTHI, JAIPUR -302001
CIN: U65923RJ1994PTC009051

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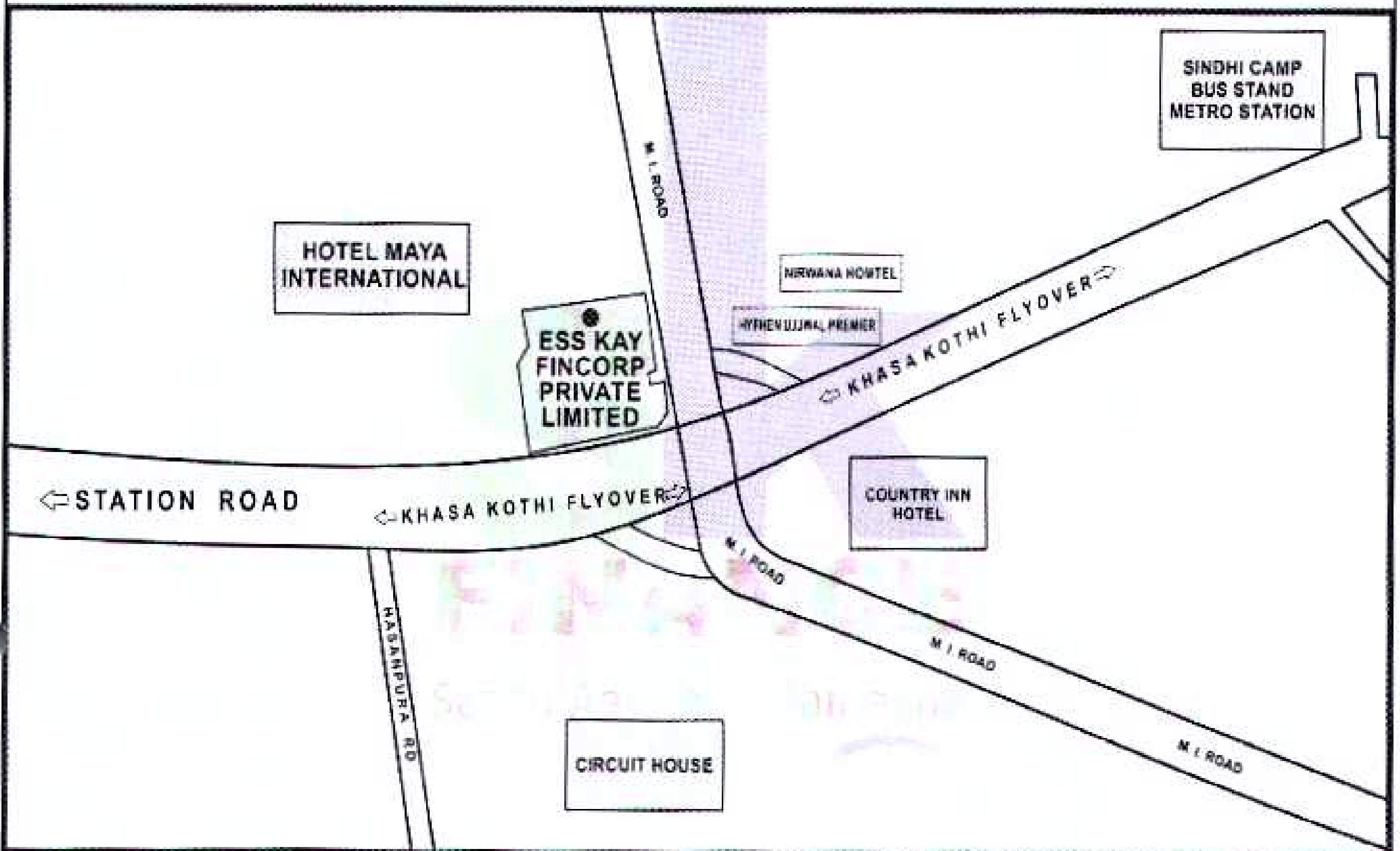
ROUTE MAP TO THE VENUE OF 1ST EXTRA ORDINARY GENERAL MEETING

Route map for the venue of the General Meeting



ESS KAY FINCORP LTD.

For ESS KAY FINCORP LIMITED

Company Secretary

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ANNEXURE TO THE NOTICE

The Explanatory Statement pursuant to section 102(1) and (2) of The Companies Act, 2013 with respect to the special business under Item no. 01 & Item no. 02 as set out in the notice is annexed hereto.

ITEM NO. 01

The existing Authorized Share Capital of the Company is Rs.5,75,00,000/- (Rupees Five Crore Seventy Five Lakhs) divided into 4,50,000 (Four Lakhs Fifty Thousand) equity shares of Rs 100/- each and 1,25,000 (One Lakh Twenty Five Thousand) compulsorily convertible preference shares of Rs 100/- each. The resolution set out in Item No. 1 seeks to alter the capital clause of Memorandum of Association (i.e. Clause V) to reflect the re-classification of the existing Authorized Share Capital of Rs.5,75,00,000/- (Rupees Five Crore Seventy Five Lakhs) divided into 5,75,000 (Five Lakhs Seventy Five Thousand) equity shares of Rs 100/- each.

Pursuant to the provisions of the Companies Act, 2013, the Company is required to obtain approval of its shareholders to carry out alteration in the Memorandum of Association of the Company.

The Directors accordingly recommend the resolution at set out in Item No. 1 for your approval as a Special resolution. None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice except to the extent of their individual shareholding in the Company.

A copy of the Memorandum of Association of the Company together with the proposed alteration is available for inspection at registered office of the Company between 10:00 a.m. and 5:00 p.m. on all working days up to the date of the Extraordinary General Meeting.

ITEM NO. 02

Pursuant to an approval granted by the Reserve Bank of India vide Letter No. 357/09.10.108/2017-18 dated November 28, 2017 and the investment agreement dated November 7, 2017 ("**IA**"), executed between Ess Kay Fincorp Limited, Mr. Rajendra Setia ("**Promoter**"), and (1) Norwest Venture Partners X – Mauritius; (2) Karma Holdings Mauritius Limited; (3) Baring Private Equity India AIF; and (4) Evolvence India Fund II LTD (cumulatively the "**Investors**" and individually an "**Investor**"), as may be amended and/or restated from time to time, 80,210 (Eighty Thousand Two Hundred and Ten) equity

For ESS KAY FINCORP LIMITED

Company Secretary

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shares of face value of INR 10 each, at a price of INR 12,467.26 (Rupees Twelve Thousand Four Hundred and Sixty Seven and Twenty Six Paise) per equity share including premium of INR 12,367.26 (Rupees Twelve Thousand Three Hundred and Sixty Seven and Twenty Six Paise per equity share, ("**New Shares**"), for an aggregate subscription price of approximately INR 999,998,924.60 (Rupees Nine Hundred and Ninety Nine Million Nine Hundred and Ninety Eight Thousand Nine Hundred and Twenty Four and Sixty Paise Only) ("**Subscription Amount**"), to be offered, issued and allotted on private placement basis to the Investors.

The PAS 4 pursuant to Section 42 of the Act read with Rule 14 of the Companies (Prospectus of Securities) Rules, 2014 is enclosed herewith.

The disclosures required pursuant to Section 62(1)(c) of the Act read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 are as below:

i. The objects of the issue: Expansion of the loan portfolio of the Company, and for other business purposes as set out in the business plan of the Company, or in such other manner as may be approved in writing by each of the Investors.

ii. The total number of shares or other securities to be issued: 80,210 Equity Shares

iii. The price or price band at/within which the allotment is proposed: INR 12,467.26

iv. Basis on which the price has been arrived at along with report of the registered valuer: As per valuation report of M/s R. Seth & Associates..

v. Relevant date with reference to which the price has been arrived at: As per point (iv) above

vi. The class or classes of persons to whom the allotment is proposed to be made: (1) Norwest Venture Partners X – Mauritius; (2) Karma Holdings Mauritius Limited; (3) Baring Private Equity India AIF; and (4) Evolvence India Fund II LTD

vii. Intention of promoters, directors or key managerial personnel to subscribe to the offer: None of the Promoters, Directors or Key Managerial Personnel has any intention to subscribe to the offer.

viii. The proposed time within which the allotment shall be completed: The allotment will be made within 60 days of receipt of the application money.

ix. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

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Company Secretary

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Details of Proposed Allotees:

Name of proposed Shareholders	No. of equity shares offered to be allotted
Norwest Venture Partners X – Mauritius	44,468
Karma Holdings Mauritius Limited	4,817
Baring Private Equity India AIF	15,963
Evolvence India Fund II LTD	14,962
Total Shares	80,210

Details of Post Preferential Offer Capital: Simultaneously with subscribing to Equity Shares, Investors as the allottees are also purchasing equity shares from the existing shareholders of the Company and the shareholding pattern set out below reflects the completion of subscription as well as purchase of equity shares by the Investors:

Investor	Amount to be invested (Approx.) In INR	No. of shares	% of the paid-up share capital
Promoter Group Shareholding**			
Rajendra Kumar Setia	-	1,80,283	51.37%
Shalini Setia	-	15,792	4.5%
Yash Setia	-	13	0.004%
Bhajan Devi Setia	-	13	0.004%
Investors' Shareholding			
Investor-1	1070	85,824	24.46%
Investor- 2 & 3	500	40,105	11.43%
Investor-4	360	28,876	8.23%
Other Shareholders' Shareholding			
Atul Arora	-	13	0.004%
TOTAL	1,930	350,919	100%

For ESS KAY FINCORP LIMITED

Company Secretary

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***For the purpose of this cap table it has been assumed that the transfer of shares between Promoter and Mrs. Setia is completed in terms of Clause 7.5 of the IA.*

x. The change in control, if any, in the company that would occur consequent to the preferential offer: The shareholding of the Company post offer shall be as set out in Clause (ix) above and the Promoter / promoter group shall continue to hold majority of the voting capital of the Company and shall continue to be in-charge of day to day management of the business of the Company. Without prejudice to the foregoing, we have procured a consent from the Reserve Bank of India under circular dated July 09, 2015 issued by the Reserve Bank of India ("RBI") with respect to 'Requirement for obtaining prior approval of RBI in cases of acquisition/transfer of control of Non-Banking Financial Companies (NBFCs), since the acquisition by the Investors (i.e. the issuance of the New Shares as well as the secondary acquisitions from the existing shareholders) cumulatively result in a change in shareholding of the Company in excess of 26% as well as in reconstitution of the Board.

xi. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: NIL

xii. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

xiii. The pre issue and post issue shareholding pattern of the Company in the following format-

Sr. No.	Category	Pre Issue		Post Issue	
		No. of Equity Shares held	% of shareholding (~)	No. of Equity Shares held	% of shareholding
A	Promoters' holding				
1	Indian				
	Individual(s)	199,635	73.75%	1,96,101	55.88%
	Bodies Corporate				
	Sub Total	199,635	73.70%	1,96,101	55.88%
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	199,635			
B	Non-Promoters' holding				
1	Institutional Investors, Funds, Investment Companies	68,354	25.25%	154805^	44.12%

For ESS KAY FINCORP LIMITED
Company Secretary

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2	Non-Institutions:				
	Private Corporate Bodies	2707	1.00%	-	-
	Directors' & Relatives'*	-	-	-	-
	Indian Public	-	-	-	-
	Others (including NRIs)	13	0.005%	13	0.004%
	Sub Total (B)	71,074	26.30%		
	Grand Total	**270709**	**100%**	**350,919**	**100%**

^The shareholding reflects the secondary shares being purchased by the Investors simultaneously with the subscription to Equity Shares.

xiv. None of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise, in the said resolution.

By Order of the Board of Directors
For Ess Kay Fincorp Limited
(Erstwhile Ess Kay Auto Finance Private Limited)

For ESS KAY FINCORP LIMITED
Company Secretary

Anagha Bangur
Company Secretary
Place: Jaipur
Date: 02nd December, 2017
Registered Office:
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